

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Applications of Charter Communications, Inc.,)	
Time Warner Cable Inc., and)	MB Docket No. 15-149
Advance/Newhouse Partnership for Consent)	
to Transfer Control of Licenses and)	
Authorizations)	

**COMMENTS OF
ASPIRE CHANNEL, LLC AND UP ENTERTAINMENT, LLC**

Aspire Channel, LLC ("Aspire") and UP Entertainment, LLC ("UP") submit these comments on the public interest benefits and commitments identified by the Applicants in this proceeding. Aspire and UP specifically endorse the Applicants' commitment to programming diversity, but believe that the Commission must establish an enforceable condition to ensure that their commitment will be realized.

Aspire and UP are independent programmers. They are unaffiliated with any multichannel video programming distributor and are not part of a media conglomerate with leverage resulting from retransmission consent. Each targets underserved segments of American viewers and provides the very kind of diversity that the Commission seeks not simply to preserve but to promote:¹

The "ASPiRE" channel was launched in June 2012 and is dedicated to enlightening, entertaining, and promoting positive programming for African-American families. ASPiRE celebrates African-American achievement, and offers a diverse mix of programming, including movies, series and specials featuring music, comedy, drama, faith/inspiration, theatre/performing arts, lifestyle and

¹ Examples of the original programming provided on the ASPiRE and UP programming services are provided in the annexed Exhibit A.

news/information. ASPIRE seeks to convey inspirational images, authentic stories, and achievable lifestyles to African-American viewers.

“UP” provides uplifting and entertaining programming suitable for viewing by the entire family. Viewers identify it as a channel that they can trust to “watch with my family.”² UP programming includes original movies, series, and specials, as well as licensed family-friendly dramas and series. It seeks to present stories of faith, hope, and redemption with positive underlying messages.

At a time when approximately one-half of all shows appearing in prime time are rated as inappropriate for viewing by the entire family because of suggestive dialogue, coarse or crude language, sexual situations or violence,³ the programming diversity offered by ASPIRE and UP is obvious.

The Commission repeatedly has recognized that its determination of whether a proposed transaction such as this one is in the public interest includes an evaluation of whether the transaction promotes diversity:

Our public interest evaluation necessarily encompasses the “broad aims of the Communications Act,” which include, among other things, a deeply rooted preference for preserving and enhancing competition, accelerating private sector deployment of advanced services, ***promoting a diversity of information sources and services to the public***, and generally managing the spectrum in the public interest.

Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer of Control of Licenses and Authorizations, MB Docket No. 14-90, FCC 15-94 (rel. July 28, 2015) at ¶19 (emphasis added).⁴ The Commission has acknowledged that diversity is a “core public interest value” to

² UP Family TV Segmentation and Ad Transference Studies 2014: N=5000 and 1000; Internet Survey of P18-54 in CablePlus Homes.

³ Review of programs rated “TV14 DSLV” or “TVMA” in TV Guide for January 2015.

⁴ In Note 41 to its Memorandum Opinion and Order, the Commission cited the following decisions which contain the identical commitment to evaluating how a transaction promotes diversity in determining whether that transaction is in the public interest: *Comcast-NBCU Order*, 26 FCC Rcd at 4248, ¶123; *Sirius-XM Order*, 23 FCC Rcd at

be analyzed in evaluating proposed transactions. *Applications of Comcast Corp., General Electric Co., and NBC Universal, Inc. for Consent to Assign or Transfer of Control of Licenses and Authorizations*, 26 FCC Rcd 4238 (2011) at ¶27.

The “core public interest value” of diversity is even more important in this proceeding because the Applicants have identified increased diversity as a specific public interest benefit resulting from the proposed transaction. In the opening paragraph of their Public Interest Statement, the Applicants state that Charter seeks to:

[E]xtend its suite of services to millions of Americans now served by Time Warner Cable and Bright House Networks, while also building on the best of Time Warner Cable’s operations momentum and diversity initiatives....”

The Applicants cite “expanding Time Warner Cable’s commitment to diversity and inclusion” as a “substantial public interest benefit” of the proposed transaction. Public Interest Statement at 5. The Applicants also commit that “[t]he merged company will embrace Time Warner Cable’s commitment to diversity and inclusion in governance, employment services, procurement and community partnerships.” *Id.* at 20; Declaration of Christopher L. Winfrey at ¶46.⁵

While these generalized “commitments” to diversity make for good reading and would constitute a public interest benefit, they are so vague as to be meaningless and unenforceable. Aspire and UP are concerned because Time Warner and Bright House are two of our largest and most committed distributors. They represent nearly half of ASPIRE’s distribution and a substantial portion of UP’s distribution. In contrast, notwithstanding its future commitment to

12364, ¶31; *Liberty Media-DIRECTV Order*, 23 FCC Rcd at 3277-78, ¶23; *News Corp.-Hughes Order*, 19 FCC Rcd at 483-84, ¶16; *EchoStar-DIRECTV HDO*, 17 FCC Rcd at 20575, ¶26.

⁵ The Applicants have endorsed not only programming diversity, but also diversity at the community and supplier levels. Clearly, Aspire addresses all three levels of the Applicants’ diversity commitment. In addition to its diverse programming, the Applicants’ systems serve 12 of the top African-American DMAs, *i.e.* Nos. 1, 6, 7, 9, 10, 11, 15-19, and 21. Further, Aspire is a certified minority business by the National Minority Supplier Diversity Council (NMSDC) through the Georgia Minority Supplier Diversity Council (GMSDC).

diversity, Charter distributes neither service in a single Charter system. The Commission does not need an expert report to understand that the removal of ASPIRE and UP from the Time Warner and Bright House systems will put Aspire out of business and cripple UP. The new “over the top outlets” touted by experts as a source of distribution for programmers and competition to distributors do little for independent channels such as ASPIRE and UP upon which major distributors have imposed restrictions or prohibitions on alternative distribution methods such as the Internet.

Aspire and UP do not seek to require Charter to improve immediately its diversity record by launching independently-owned services offering real diversity such as Aspire and UP. Rather, Aspire and UP ask the Commission to require Charter to commit specifically to conditions maintaining the programming diversity of independent channels, such as Aspire and UP, on Time Warner and Bright House systems for a limited time period, *e.g.*, five years. If the affiliation agreements of independent channels expire during that period, the Applicants should be required to negotiate in good faith with the independent channels to renew their agreements and continue carriage and to report and explain to the Commission any failure of the Applicants to do so.

Conclusion

The Commission repeatedly has recognized that promoting programming diversity is a “core public interest value” to be weighed in this proceeding, and the Applicants have promised to expand Time Warner Cable’s commitment to diversity. The Commission must, at the very least, preserve the programming diversity achieved by Time Warner and Bright House through

specific conditions and encourage Charter to “embrace” and “expand” its commitment to programming diversity as promised in their Public Interest Statement.

Respectfully submitted,

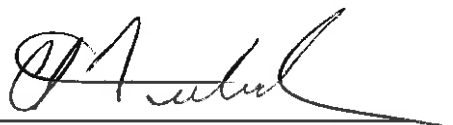
ASPIRE CHANNEL, LLC



BY:

Earvin Johnson, Jr.
Chairman
2077 Convention Center Concourse, Suite 300
Atlanta, Georgia 30337

UP ENTERTAINMENT, LLC



BY:

Charles Humbard
President and Chief Executive Officer
2077 Convention Center Concourse, Suite 300
Atlanta, Georgia 30337

October 13, 2015

Exhibit A

ASPIRE



ASPIREtv



tvASPIRE

aspire.tv



Changemakers

ASPIRE DELIVERS A DIFFERENT REALITY

Our Programming: Exclusive originals, entertaining movies, acquired series, monthly themes and stunts

Our Marketing: Unique, engaging and custom; combining on-air, online, social & experiential touch points

Our Magic: Chairman and CEO, Magic Johnson, the #1 most trusted brand in Urban America



ABF Independent



Earvin "Magic" Johnson



Exhale

What's so different about ASPIRE?

ASPIRE offers a different reality by entertaining and inspiring black families and urban influencers with positive programming including authentic reality, provocative documentaries, beloved acquired series and groundbreaking content from a new generation of dramatic and comedic content creators.

Original Programming



Earvin "Magic" Johnson makes his eagerly anticipated debut on ASPIRE—mixing and mingling with friends and celebrities like only he can. Their intimate conversations reveal the magic and secrets to professional and personal successes in a compelling hour of television via quarterly specials.



Hosted by actor, rapper and activist, David Banner, ABFF Independent is a showcase of popular and award-winning independent films and shorts from a new generation of Black filmmakers.

exHale

A weekly talk show co-hosted by an array of astute, expressive African American women, Angela Burt-Murray, Erin Jackson, Issa Rae, Malinda Williams and Rene Syler. Celebrity guests and experts join the women in real talk on issues that matter to Black America.

CHANGEMAKERS

With a different twist on celeb-reality, we follow popular celebrities as they use their success as a platform to give back, making a real difference in the lives of many.

IAFFMURB's WE GOT NEXT

Featuring new voices of African American comedians, We Got Next, from the producers of Def Comedy Jam, puts clean stand-up comedy on display with a mix of performances, and one-on-one interviews with the comics.

HBCU SPORTS

And
Lifestyles

Central to the ASPIRE brand experience is a connection to Historical Black Colleges & Universities (HBCUs) via programming such as Live and Playback Football Games, Live Basketball Games, Black College Quiz, Inside the Game, in addition to On the Yard and "I ASPIRE" Profiles custom vignette series.

Jam Session

This music special and vignette series features a variety of intimate, acoustic jam sessions that provide our audience with exclusive front-row seats to performances by popular and on-the-rise independent musicians.

andiamo!


More than a luxury travel series, Andiamo is an experience that takes you on a global journey in search of the best ways to get the most out of your vacation. As host Donna Perkins often describes the series, "Every episode is a destination love letter."

ASPIRE



ASPIREtv

tvASPIRE

A portrait of actor Troy Dunn, wearing a dark suit jacket over a light-colored button-down shirt.

**LAST HOPE
WITH TROY DUNN**

A man and a woman smiling and looking at each other. The man is wearing a dark suit and tie, and the woman is wearing a dark, strapless dress.

**A BABY FOR
CHRISTMAS**

**BRINGING UP
BATES**

A large group of people, including men, women, and children, posing together in a festive, holiday-themed setting with balloons and decorations.

**LOVE FINDS YOU
IN CHARM**



**uplifting
entertainment**

**FEEL GOOD TV FOR YOU
AND YOUR FAMILY**

UP is the television entertainment brand promising to always uplift with original movies, dramatic and reality series, comedies and specials filled with compelling stories and characters with *character*. From new hit series to big weekend movie premieres, **UP** is the one true place for people who want more out of their entertainment choices.

**THE
LEADER
IN
FAMILY
TELEVISION**

UP's FIRST SCRIPTED
SERIES PUTS THE FAMILY
BACK IN FAMILY DRAMA
TIES *that* **BIND**



PROVIDES PROGRAMMING FOR
THE 42 MILLION US TV VIEWERS
THAT HAVE THEIR FAMILY IN MIND
WHEN CHOOSING ENTERTAINMENT

- Nielsen Content

4 NEW
SERIES

SCRIPTED & UNSCRIPTED

20 NEW PREMIERE
MOVIES

WITH DIVERSE THEMES
AND CASTING

BRINGING UP BATES

#1 STRONGEST SERIES EVER!
OVER 8 MIL UNIQUE SEASON 1 VIEWERS

- Nielsen

UP 2014 STRONGEST
CHRISTMAS EVER

MORE OF EVERYTHING YOU LOVE
ABOUT CHRISTMAS IN 2015

50 DAYS AND 500 HOURS OF
CHRISTMAS PROGRAMMING
39 MILLION VIEWERS +10% vs 2013



UPTV.com

UP is a registered trademark of UPtv. All rights reserved. © 2015 UPtv. All rights reserved.